

If to Pledgee:

Ginsburg, Feldman & Bress, Chartered
1250 Connecticut Avenue, N.W., #800
Washington, D.C. 20036

Attn: E. William Henry, Esquire

and to any such other or additional persons and addresses as any party may from time to time designate in writing and deliver to the other parties hereto.

SECTION 16. MISCELLANEOUS.

The obligations of the Pledgors under this Pledge Agreement shall be the joint and several obligations of the individual Pledgors. The terms of this Pledge Agreement shall inure to the benefit of and be enforceable by the parties hereto and any successors or assigns. This Pledge Agreement may be changed, waived, discharged or terminated only by an instrument in writing signed by the party against which enforcement of such change, waiver, discharge or termination is sought. The headings in this Pledge Agreement are for purposes of reference only and shall not limit or define the meaning hereof. This Pledge Agreement shall be governed by the laws of the District of Columbia. In the event that any one or more of the provisions contained in this Pledge Agreement shall, for any reason, be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect any other provision of this Pledge Agreement, and this Pledge Agreement shall be construed as if such invalid, illegal, or unenforceable provision had never been contained herein. Words used herein, regardless of the

gender and number specifically used, shall be deemed and construed to include any other gender, masculine, feminine or neuter, and any other number, singular or plural, as the context requires.

IN WITNESS WHEREOF, the parties hereto have caused this Pledge Agreement to be executed and delivered as of the date first above written.

PLEDGORS:


Joanne L. Root


Thomas F. Root

PLEDGEE:
GINSBURG, FELDMAN & BRESS,
CHARTERED

By: 
E. William Henry

SUPPLEMENT TO PLEDGE AGREEMENT

THIS SUPPLEMENT TO PLEDGE AGREEMENT (the "Supplement"), is made as of this 9th day of September, 1991, among Thomas F. Root and Joanne L. Root, individuals residing in Plymouth, Ohio (hereinafter collectively referred to as "Pledgor"); and Ginsburg, Feldman and Bress, Chartered, a District of Columbia corporation (hereinafter "Pledgee").

WITNESSETH:

WHEREAS, Pledgor and Pledgee entered into a Pledge Agreement dated July 9, 1990, whereby Pledgor pledged certain common voting stock in The Petroleum V. Nasby Corporation (hereinafter "the Company") to Pledgee in consideration of Pledgee providing professional services to Thomas L. Root; and

WHEREAS, Pledgee has made a demand pursuant to said Pledge Agreement that Pledgor transfer said stock to an escrow agent for subsequent transmittal to Pledgee; and

WHEREAS, certain ambiguities have arisen in the relationship between Pledgor and Pledgee which the parties desire to clarify;

NOW, THEREFORE, in consideration of the foregoing and of the terms, conditions and agreements set out below and other good and

valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Pledgor hereby reaffirms its obligations under the Pledge Agreement with respect to Seventy and One-Quarter (70.25) shares of stock in the Company, which stock represents Fifteen and Six-Tenths Percent (15.6%) of the issued and outstanding stock of the Company, which stock is represented by Share Certificate 61. Pledgor promptly shall comply with the requests of Pledgee with respect to said stock set out in Pledgee's letter to Pledgor dated July 10, 1991.

2. Pledgor and Pledgee agree that pursuant to the Pledge Agreement, Pledgor pledged to Pledgee only Seventy and One-Quarter (70.25) shares of stock in the Company, which amount of stock did not represent all of the shares in the Company owned jointly or severally by Pledgor. Accordingly, the first sentence of Section 1 of the Pledge Agreement is hereby amended to strike the phrases "all of the stock" and "twenty-one and one tenth percent" (21.1%) and to insert instead the phrases "Seventy and One-Quarter (70.25) shares of stock" and "fifteen and six-tenths percent (15.6%)" respectively. Section 2(c)(ii) of the Pledge Agreement is hereby amended to strike the phrase "and constitutes all of the outstanding stock of the Company that has been issued to Pledgors."

3. With respect to any shares of stock other than the aforementioned Seventy and One-Quarter (70.25) shares, Pledgee forever releases and holds harmless Pledgor, jointly and severally, from all actions, causes of action, claims, costs, demands, damages, expenses, and judgments which Pledgee has asserted or could have asserted against either or both of them arising from any matters with respect to said additional stock.

4. Pledgee acknowledges that Pledgor has not, jointly or severally, guaranteed personally any portion of Thomas L. Root's debt to Pledgee. Thus, with respect to said debt, Pledgee forever

releases and holds harmless Pledgor, jointly and severally, from all actions, causes of action, claims, costs, demands, damages, expenses, and judgments which Pledgee has asserted or could have asserted against any of them arising from guaranty of any debts for services or expenses Thomas L. Root owes Pledgee.

5. All notices hereunder shall be in writing and shall be delivered or mailed by certified mail, return receipt requested, postage prepaid, addressed to the respective parties as follows:

(a) If to Pledgor:

Thomas F. Root
Joanne L. Root
118 Plymouth Street
Plymouth, Ohio 44865

with a

copy to:

Steven C. Root, Esq.
R.R. #2, Box 1465
Job Seaman's Acres Road
New London, New Hampshire 03257

or to such other address as Pledgor may from time to time designate by written notice to Pledgee; and

(b) If to Pledgee:

E. William Henry, Esq.
Ginsburg, Feldman and Bress
1250 Connecticut Avenue, N.W.
Washington, D.C. 20036

or to such other address as Pledgee may from time to time designate by written notice to Pledgor.

6. Pledgor is unable to represent to Pledgee that said stock can be conveyed or transferred to Pledgee or its escrow agent without obtaining prior permission of the Federal Communications Commission.

7. Except as modified herein, all of the terms and conditions of the Pledge Agreement remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to Pledge Agreement to be executed and delivered as of the latest date written below.

DATE:

PLEDGOR:

9/18, 1991

Thomas F. Root
THOMAS F. ROOT

9/18, 1991

Joanne L. Root
JOANNE L. ROOT

PLEDGE:

9/9, 1991

Ginsburg, Feldman and Bress, Chartered
GINSBURG, FELDMAN AND BRESS, CHARTERED

By E. William Henry, Esq.

E. William Henry

TJL-456

Exhibit B

Transferors are minority shareholders of the licensee corporation who propose to transfer 70.25 shares of stock in accordance with the Pledge Agreement (and supplement thereto) (attached hereto as Exhibit A), to transferee, whose qualifications have not been previously "passed upon" by the FCC. In a separate transfer of control application (FCC Form 315) being filed contemporaneously herewith, the proposed transactions therein, if taken cumulatively with the minority shares proposed to be transferred herein, will result in a transfer of more than 50% of the licensee corporation's stock. The proposed transaction herein is subject to the receipt of FCC approval nunc pro tunc of the prior transfer of control, of which the transferors' 70.25 shares proposed to be transferred herein form a part of the subject transactions.

Exhibit C

Joanne L. Root, a minority shareholder and officer/director of the licensee, was the 100% shareholder and principal of Malone FM, Inc. (File No. BPH-881117MA), an applicant for a new FM radio station at Malone, NY (application dismissed 11/15/90 per Order released by the Honorable Joseph P. Gonzalez, Administrative Law Judge in MM Docket No. 90-425, Mimeo No. 0910, FCC 90M-3620).

Part II

1. Name of Licensee The Petroleum V. Nasby Corporation *
c/o Timothy J. Moore, Its President

Street Address

City

4 7 E A S T M A I N S T R E E T S H E L B Y

State

Zip Code

Telephone No.

O H

4 4 8 7 5

(include area code)
419/347-9797

2. Is the information shown in licensee's Ownership Reports now on file with the Commission (FCC Form 323 or 323-E) true and correct as of this date?

YES NO

☒ ☐

If the answer is No, attach as Exhibit No. _____ an Ownership Report supplying full and up-to-date information.

3. Will the licensee sell any stock or other security not set forth in Section I, Part I herein?

☐ ☒

If, Yes, explain in Exhibit No. _____.

4. State in Exhibit No. I whether the licensee, or any officer, director, member of the licensee's governing board, or any stockholder owning 10% or more of the licensee's stock (other than as set forth in Question 7, Section I, Part I): (a) have any interest in or connection with an AM, FM or television broadcast station; or an application pending before the FCC; or (b) has had any interest in or connection with any dismissed and/or denied application; or any FCC license which has been revoked.

The Exhibit should include the following information: (i) name of party with such interest; (ii) nature of interest or connection, giving dates; (iii) call letters or file number of application, or docket number; (iv) location.

Since the filing of the licensee's last renewal application for the station affected by this transfer, or other major application, has an adverse finding been made, a consent decree been entered or adverse final action been approved by any court or administrative body with respect to the licensee, or any officer, director, member of the licensee's governing board, or any stockholder owning 10% or more of the licensee's stock, concerning any civil or criminal suit, action or proceeding brought under the provisions of any federal, state, territorial or local law relating to the following: any felony; lotteries; unlawful restraints or monopolies; unlawful combinations; contracts or agreements in restraints of trade; the use of unfair methods of competition; fraud; unfair labor practices; or discrimination?

☒ ☐

If Yes, attach as Exhibit No. II a full description, including identification of the court or administrative body, proceeding by the file number, the person and matters involved, and the disposition of litigation.

* Notice above, with copy to: Ann C. Farhat, Esquire, Bechtel & Cole Chartered
1901 L Street, N.W., Suite 250
Washington, D.C. 20036 (202/833-4190)

SECTION VI

11 - Licensee **THE PETROLEUM V. NASBY CORPORATION**

LICENSEE'S CERTIFICATION

1. Has or will the licensee comply with the public notice requirement of Section 73.3580 of the Rules?

☒ YES ☐ NO

The LICENSEE hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended).

The LICENSEE acknowledges that all its statements made in this application and attached exhibits are considered material representations, and that all of its exhibits are a material part hereof and are incorporated herein.

The LICENSEE represents that this application is not filed by it for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

In accordance with Section 1.65 of the Commission's Rules, the LICENSEE has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished.

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT.
U.S. CODE, TITLE 18, SECTION 1001.**

I certify that the licensee's statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Signed and dated this 21 day of September , 19 92
The Petroleum V. Nasby Corporation

Name of Licensee



Signature

Timothy M. Moore, President

Title

26

Exhibit I

Kathy G. Root, a minority shareholder of the licensee, has been a principal of the following FM broadcast applications:

Green Mountain Boys Broadcasting (File No. BPH-890413NM), an applicant for a new FM radio station at Brandon, VT (application dismissed 12/18/90);

Black River Broadcasting Co. (File No. BPH-830124AQ), an applicant for a new FM radio station at Lowville, NY (application dismissed 11/17/84);

3B Partnership, an applicant for a new FM radio station at Oswego, NY (CP issued to 3B on 10/15/87; CP later assigned);

Kokosing Communications Corp. (File No. BPH-820317BF), an applicant for a new FM radio station at Fredericktown, OH (application granted along with merger with Ohio Broadcasting on May 10, 1984; interest in merged entity later assigned);

Fulton Chain Broadcasting, Inc. (File No. BPH-880720MO), an applicant for a new FM radio station at Henderson, NY (application dismissed 4/17/90);

Fulton Chain Broadcasting, Inc. (File No. BPH-880714NQ), an applicant for a new FM radio station at Old Forge, NY (application dismissed 4/18/91).

Joanne L. Root, a minority shareholder and officer/director of the licensee, was the 100% shareholder and principal of Malone FM, Inc. (File No. BPH-881117MA), an applicant for a new FM radio station at Malone, NY (application dismissed 11/15/90 per Order released by the Honorable Joseph P. Gonzalez, Administrative Law Judge in MM Docket No. 90-425, Mimeo No. 0910, FCC 90M-3620).

The licensee, The Petroleum V. Nasby Corporation, has pending an application for renewal of its station license (File No. BRH-890601VB).

Exhibit II

The licensee filed its application for renewal of station license on June 1, 1989 (BRH-890601VB). The renewal application was initially granted by the FCC on April 27, 1990 (public notice May 3, 1990), however, the FCC set aside the grant (Letter of Larry D. Eads, Chief, Audio Services Division, Mass Media Bureau to Timothy J. Moore, President of the licensee dated May 31, 1990), apparently due to the concerns of Commission staffpersons relative to the ownership positions previously held by Thomas L. Root in the licensee. No specific reasons for the return to pending status of the application were formally stated in the FCC's letter other than the application was being returned to pending status, "pending further review and consideration." In a separate submission to be completed and submitted shortly to the requesting Commission staffpersons, the licensee will address the concerns the Commission staffpersons have articulated informally to communications counsel for the licensee in order to satisfactorily resolve those matters and obtain a grant of the licensee's renewal application.

The FCC was previously made aware that Thomas L. Root resigned as an officer and director of the licensee corporation effective March 21, 1990 (amendment filed to BRH-890601VB). Prior to March 21, 1990, in June 1989, Thomas L. Root transferred all his shares of stock in the licensee corporation as gifts to his minor children, and to his parents, Joanne L. and Thomas F. Root (which transactions are reflected in the instant transfer application). The transfer of stock held by Thomas L. Root and his resignations as an officer and director of the licensee occurred subsequent to

the filing of the pending renewal application and the following information is therefore being provided in response to question 5 of Part II of FCC Form 315:

Federal Matters

A thirty-three count indictment was filed in the United States District Court for the District of Columbia on March 21, 1990 (Case Nos. 90-0134 and 90-0136) charging Thomas L. Root with four counts of altering, forging and counterfeiting public records (a violation of 18 U.S.C. § 494), seven counts of making false, fictitious and fraudulent documents and writings (a violation of 18 U.S.C. § 1001), three counts of mail fraud (a violation of 18 U.S.C. § 1341), seventeen counts of wire fraud (a violation of 18 U.S.C. § 1343), one count of tampering with a grand jury witness (a violation of 18 U.S.C. § 1512(b)(2)(A)), and one count of forgery (a violation of 22 D.C.C. § 3841). Mr. Root entered into a plea agreement with the government, and pled guilty to two counts of altering, forging and counterfeiting public records, and three counts of wire fraud on June 5, 1990. Thereafter, Mr. Root was indicted in the United States District Court for the Southern District of Illinois on June 21, 1990, on a count of causing the interstate transportation of stolen property (a violation of 18 U.S.C. § 2314) and three counts of mail fraud (a violation of 18 U.S.C. § 1341), Criminal Action 90CF-3041. The Illinois criminal action was consolidated with the original action before the United States District Court for the District of Columbia, and Mr. Root entered into a further plea agreement whereby he pled guilty to one count (causing the interstate transportation of stolen property), on September 11, 1990. On January 17, 1992, Mr. Root was sentenced to a term of 33 months in federal prison where he is now serving his sentence.

State of North Carolina

On October 26, 1990 Thomas L. Root pled no contest to 90 counts of selling an unregistered security (a violation of G.S. 78A-24), 90 counts of failing to register as a securities dealer (a violation of G.S. 78A-36), 90 counts of securities fraud (a violation of G.S. 78A-8(2)), 90 counts of securities fraud (a violation of G.S. 78A-8(3)), and 4 counts of conspiracy. On August 28, 1992, Mr. Root was found guilty on all counts and sentenced to 15 years in prison to be served concurrent with his federal sentence in USDC Case No. 90-0134.

State of Florida

A 47 count superseding indictment was filed on January 10, 1991 in the Supreme Court for Pinellas County, Florida (Case

No. 90-13295 CFANO) charging Thomas L. Root with one count of racketeering and one count of conspiracy to commit racketeering in Florida (violations of F.S. 895.03(03)), one count of organized fraud in Florida (a violation of F.S. 817.036), two counts of organized fraud in Florida (a violation of F.S. 817.034(4)(a)), one count of unlawful offer or sale in Florida of an investment contract of an aggregate value exceeding \$50,000 from five or more persons (a violation of F.S. 517.302(2)), 20 counts of fraud in connection with the offer or sale of securities within Florida (violations of F.S. 517.301 and F.S. 517.302), 20 counts alleging the unlawful offer or sale within Florida of an unregistered security (violations of F.S. 517.07 and F.S. 517.302), and one count of grand theft in the first degree (a violation of F.S. 812.014(1) and 2(a)). On June 22, 1992, Thomas L. Root pled no contest to all counts (except the grand theft count which was dismissed). Mr. Root was found guilty on all counts (except the dismissed grand theft count) and was sentenced to 15 years in prison to be served concurrent with and coterminous to the sentence handed down by the state of North Carolina in State v. Thomas L. Root (Case Nos. 90-CRS-8496 through 8499 and 90-CRS-9155 through 9161).

Section I (page 4)

GENERAL INFORMATION

Part III

Name of Transferee GINSBURG FELDMAN & BRESS CHARTERED
c/o E. William Henry, Esquire
Its President

Street Address

City

1 2 5 0 C O N N E C T I C U T A V E N W W A S H I N G T O N

State

Zip Code

Telephone No.

D C

2 0 0 3 6

(include area code)
202/637-9000

YES NO

2. Does the contract submitted in response to Question 4, Part I of Section I embody the full and complete agreement between the parties?

☒ ☐

If No, explain in Exhibit No. _____.

Section II

TRANSFEEE'S LEGAL QUALIFICATIONS

1. Applicant is:

☐ an individual ☐ a general partnership ☐ a limited partnership ☒ a corporation
☐ other

2. If the applicant is an unincorporated association or a legal entity other than an individual, partnership or corporation, describe in Exhibit No. _____ the nature of the applicant. Does not apply.

CITIZENSHIP AND OTHER STATUTORY REQUIREMENTS

YES NO

3. (a) Is the applicant in compliance with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments?
(b) Will any funds, credit, etc., for construction, purchase or operation of the station(s) be provided by aliens, foreign entities, domestic entities controlled by aliens, or their agents?

☒ ☐
☐ ☒

If Yes, provide particulars as Exhibit No. _____.

31A

TRANSFEREE'S LEGAL QUALIFICATIONS

GINSBURG FELDMAN & BRESS CHARTERED

- | | | |
|---|--------------------------|-------------------------------------|
| | YES | <input checked="" type="checkbox"/> |
| 4. (a) Has an adverse finding been made, adverse final action taken or consent decree approved by any court or administrative body as to the applicant or any party to the application in any civil or criminal proceeding brought under the provisions of any law related to the following: any felony, antitrust, unfair competition, fraud, unfair labor practices, or discrimination? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (b) Is there now pending in any court or administrative body any proceeding involving any of the matters referred to in 4 (a)? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

If the answer to (a) or (b) above is Yes, attach as Exhibit No. _____, a full disclosure concerning the persons and matters involved, identifying the court or administrative body and the proceeding (by dates and file numbers), stating the facts upon which the proceeding was based or the nature of the offense committed, and disposition or current status, of the matter. Information called for by this question which is already on file with the Commission need not be refiled provided: (1) the information is now on file in another application or FCC form filed by or on behalf of transferee; (2) the information is identified fully by reference to the file number (if any); the FCC form number, and the filing date of the application or other form containing the information and the page or paragraph referred to; and (3) after making the reference, the transferee states, "No change since date of filing."

31B

TRANSFeree'S LEGAL QUALIFICATIONS

GINSBURG FELDMAN & BRESS CHARTERED

TABLE I: PARTIES TO APPLICATION

5. (a) Complete Table I with respect to the transferee. Additionally, Table I should be completed, where appropriate, for those partners, stockholders, officers and/or directors of the licensee who are not associated with the transferee. (Note: If the applicant considers that to furnish complete information would pose an unreasonable burden, it may request that the Commission waive the strict terms of this requirement).

INSTRUCTIONS: If applicant is an individual, fill out column (a) only. If applicant is a partnership, fill out columns (a), (b) and (d), state as to each general or limited partner (including silent partners): (a) name and residence, (b) nature of partnership interest (i.e., general or limited), and (d) percent of ownership interest. If applicant is a corporation or an unincorporated association with 50 or fewer stockholders, stock subscribers, holders of membership certificate or other ownership interest, fill out all columns, giving the information requested as to all officers, directors and members of governing board. In addition, give the information as to all persons or entities who are the beneficial or record owners of or have the right to vote capital stock, membership or owner interest or are subscribers to such interests. If the applicant has more than 50 stockholders, stock subscribers or holders of membership certificates or other ownership interests, furnish the information as to officers, directors, members of governing board, and all persons or entities who are the beneficial or record owners of or have the right to vote 1% or more of the capital stock, membership or owner interest, except that if such entity is a bank, insurance company or investment company (as defined by 15 U.S.C. Section 80a-3) which does not invest for purposes of control, the stock, membership or owner interest need only be reported if 5% or more.

Applicants are reminded that questions 5 through 7 of this Section must be completed as to all "parties to this application" as that term is defined in the instructions to Section II of this form.

Name and Residence (Home) Address(es)	Nature of Partnership Interest or Office Held	Director or Member of Governing Board		% of: Ownership (O) or Partnership (P) or Voting Stock (VS) or Membership (M)
		YES	NO	
(a)	(b)	(c)		(d)
GINSBURG FELDMAN & BRESS CHARTERED c/o E. William Henry, Esquire Its President 1250 Connecticut Avenue, N.W. Washington, D.C. 20036				100% (O) (15.6% of shares of stock (70.25 shares interest being transferred)
The officers and directors of Ginsburg	Feldman and Bress Chartered are:			
Michael I. Sanders, Esquire Washington, D.C.	Chairman of the Board	X		See Exhibit G-1
E. William Henry, Esquire Washington, D.C.	President	X		See Exhibit G-1
Lee R. Marks, Esquire Washington, D.C.	Secretary	X		See Exhibit G-1
S. Burton, Esquire Washington, D.C.	---	X		See Exhibit G-1
Gerald W. Vesper, Esquire Washington, D.C.	---	X		See Exhibit G-1

32A

TRANSFEREE'S LEGAL QUALIFICATIONS

GINSBURG FELDMAN & BRESS CHARTERED

Table 1 (cont'd.)

PARTIES TO APPLICATION

[illegible]

TRANSFEREE'S LEGAL QUALIFICATIONS

GINSBURG FELDMAN & BRESS CHARTERED

YES NO

5. (b) Does the applicant or any party to this application, own or have any interest in a daily newspaper or cable television system? ☐ YES ☒ NO
- (c) Does the applicant or any party to this application have an ownership interest in, or is an officer, director or partner of, an investment company, bank, or insurance company which has an interest in a broadcast station, cable system or daily newspaper? ☐ YES ☒ NO

If the answer to questions 5(b) or (c) is Yes, attach as Exhibit No. _____, a full disclosure concerning persons involved, the nature of such interest, the media interest and its location.

OTHER BROADCAST INTERESTS

6. Does the applicant or any party to this application have any interest in or connection with the following?

(a) an AM, FM or TV broadcast station? ☒ YES ☐ NO

(b) a broadcast application pending before the FCC? ☐ YES ☒ NO

7. Has the applicant or any party to this application had any interest in or connection with the following:

(a) an application which has been dismissed with prejudice by the Commission? ☐ YES ☒ NO

(b) an application which has been denied by the Commission? ☐ YES ☒ NO

(c) a broadcast station, the license which has been revoked? ☐ YES ☒ NO

(d) an application in any Commission proceeding which left unresolved character issues against the applicant? ☐ YES ☒ NO

(e) If the answer to any of the questions in 6 or 7 is Yes, state in Exhibit No. G-2, the following information: ☐ YES ☐ NO

(i) Name of party having such interest;

(ii) Nature of interest or connection, giving dates;

(iii) Call letters of stations or file number of application, or docket number;

(iv) Location.

8. (a) Are any of the parties to this application related to each other (as husband, wife, father, mother, brother, sister, son or daughter)? ☐ YES ☒ NO

(b) Does any member of the immediate family (i.e., husband, wife, father, mother, brother, sister, son or daughter) of any party to this application have any interest in or connection with any other broadcast station or pending application? ☒ YES ☐ NO

If the answer to (a) or (b) above is Yes, attach as Exhibit No. G-2, a full disclosure concerning the persons involved, their relationship, the nature and extent of such interest or connection, the file number of such application, and the location of such station or proposed station.

33 A

Section II (page 6)

TRANSFeree'S LEGAL QUALIFICATIONS

GINSBURG FELDMAN & BRESS CHARTERED

OWNERSHIP AND CONTROL

9. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?

If Yes, provide particulars as Exhibit No. _____.

other than the Pledge Agreement and ☐ ☒
supplement thereto which are included
herein in response to question 4 of

Section I.

10. Do documents, instruments, agreements or understandings for the pledge of stock of a corporate applicant, as security for loans or contractual performance, provide that (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of stockholder rights by the purchaser at such sale, the prior consent of the Commission (pursuant to 47 U.S.C. 310(d)) will be obtained?

☒ ☐

If No, attach as Exhibit No. _____ a full explanation.

Section III

TRANSFeree'S FINANCIAL QUALIFICATIONS

1. The applicant certifies that sufficient net liquid assets are on hand or are available from committed sources to consummate the transaction and operate the facilities for three months.
2. The applicant certifies that: (a) it has a reasonable assurance of a present firm intention for each agreement to furnish capital or purchase capital stock by parties to the application, each loan by banks, financial institutions or others, and each purchase of equipment on credit; (b) it can and will meet all contractual requirements as to collateral, guarantees, and capital investment; (c) it has determined that all such sources (excluding banks, financial institutions and equipment manufacturers) have sufficient net liquid assets to meet these commitments.

☒ ☐

☒ ☐

338

SECTION IV

TRANSFeree'S PROGRAM SERVICE STATEMENT

FOR AM AND FM APPLICANTS

1. Attach as Exhibit No. III a brief description, in narrative form, of the planned programming service relating to the issues of public concern facing the proposed service area.

FOR TELEVISION APPLICANTS

2. Ascertainment of Community Needs.
- A. State in Exhibit No. _____ the methods used by the applicant to ascertain the needs and interests of the public served by the station. Such information shall include (1) identification of representative groups, interests and organizations which were consulted and (2) the major communities or areas which applicant principally undertakes to serve.
 - B. Describe in Exhibit No. _____ the significant needs and interests of the public which the applicant believes its station will serve during the coming license period, including those with respect to national or international matters.
 - C. List in Exhibit No. _____ typical and illustrative programs or program series (excluding Entertainment and News) that applicant plans to broadcast during the coming license period to meet those needs and interests.
3. State the minimum amount of time, between 6:00 a.m. and midnight, the applicant proposes to normally devote each week to the program types listed below (see definitions in instructions). Commercial matter, within a program segment, shall be excluded in computing the time devoted to that particular program segment, e.g., a 15-minute news program containing three minutes of commercial matter, shall be computed as a 12-minute news program.

	HOURS	MINUTES	% of TOTAL TIME ON AIR
NEWS	_____	_____	_____
PUBLIC AFFAIRS	_____	_____	_____
ALL OTHER PROGRAMS (Exclusive of Sports and Entertainment)	_____	_____	_____
TOTAL LOCAL PROGRAMMING	_____	_____	_____

4. State the maximum amount of commercial matter the applicant proposes to allow normally in any 60-minute segments: _____
5. State the maximum amount of commercial matter the applicant proposes to allow normally in a 60-minute segment between the hours of 6 p.m. to 11 p.m. (5 p.m. to 10 p.m. Central and Mountain Times): _____
- (a) State the number of hourly segments per week this amount is expected to be exceeded, if any: _____
6. State in Exhibit No. _____, in full detail, the reasons why the applicant would allow the amount of commercial matter stated in Questions 4 and 5 above to be exceeded.

34 A

SECTION V

TRANSFeree'S EQUAL EMPLOYMENT OPPORTUNITY PROGRAM

YES NO

1. Does the applicant propose to employ five or more fulltime employees?

☒

If the answer is Yes, the applicant must include an EEO program called for in the Model EEO Program. (FCC Form 398-A).

* 340

SECTION VI

Part III — Transferee

TRANSFEREE'S CERTIFICATION

The TRANSFeree hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended).

The TRANSFeree acknowledges that all its statements made in this application and attached exhibits are considered material representations, and that all of its exhibits are a material part hereof and are incorporated herein.

The TRANSFeree represents that this application is not filed by it for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict.

In accordance with Section 1.65 of the Commission's Rules, the TRANSFeree has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished.

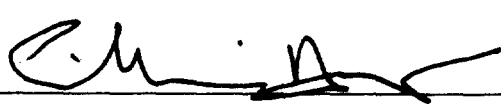
**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT.
U.S. CODE, TITLE 18 Section 1001.**

I certify that the transferee's statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Signed and dated this 22nd day of July, 1992

GINSBURG FELDMAN & BRESS CHARTERED

Name of Transferee


E. William Henry
Its President

Signature

Title

35 A

**FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT
AND THE PAPERWORK REDUCTION ACT**

The solicitation of personal information requested in this application is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to determine if the benefit requested is consistent with the public interest. The staff, consisting variously of attorneys, accountants, engineers, and application examiners, will use the information to determine whether the application should be granted, denied, dismissed, or designated for hearing. If all the information requested is not provided, the application may be returned without action having been taken upon it or its processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to obtain the requested authority.

The FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, December 31, 1974, 5 U.S.C. 552(e)(3), and The Paperwork Reduction Act, P.L. 96-511, December 11, 1980, 44 U.S.C. 3507.

358

Exhibit G-1

The shareholders of Ginsburg Feldman & Bress Chartered (each holding one share each; 2.9%) are:

David Armstrong
Samuel H. Black
Lynn Bonde
Joel S. Burton
A.J. Cooper
Alfred J. Eichenlaub
Craig A. Emden
Myer Feldman
David Ginsburg
Jonathan Ginsburg
N. Linda Goldstein
E. William Henry
Daniel Hodin
Joseph B. Hoffman
Martin Jacobs
Martin J. Jaron, Jr.
Rodney Joyce

Ira T. Kasdan
Samuel P. Kastner
Edwin N. Lavergne
Jeffrey Manley
Lee R. Marks
James E. McNair
Dwight D. Meier
Jerald Pasternak
Eugene M. Propper
Bruce H. Rabinowitz
Henry Rivera
Celia Roady
J.W. Rosenthal
Michael I. Sanders
Harvey J. Shulman
Gerald Vesper
Alan S. Weitz